

TMSS
Terms of Reference (ToR)
Engagement of ESG Consultant

Project: Inclusive Climate Finance for Vulnerable Communities in Asia and Pacific (ICCAP)

Implementing Partner/Financial Service Provider (FSP): TMSS

Location: Dhaka with field visits

Duration: 6 months

Contract Type: Consultancy Contract

1.0 About the organization

TMSS is a leading female headed non-government organization in Bangladesh and South Asia. It was initially founded in 1964 and reformed by Prof. Dr. Hosne-Ara Begum, Ashoka Fellow, in 1980 in Bogura, Bangladesh. Bogura district is also known as the historical and cultural capital of South Asia stemming from the ancient civilization of the Pundra Kingdom (Sanskrit: Pundravardhana).

TMSS is a women focused Bangladeshi organization working for alleviation of poverty, Women Empowerment through Skill Training and Micro Credit Support, human rights and social justice, advocacy and campaign, climate change and environment, Disaster Preparedness activities, health and hygiene including total WASH system improvement, improvement of socio-economic status and overall livelihood improvement of Bangladesh to address and contribute towards the achievement of the Sustainable development Goals (SDGs).

TMSS is registered with 11 regulatory authorities of Government of Bangladesh, including NGO Affairs Bureau, Department of Social Welfare, Ministry of Health Family Welfare, Department of Narcotics Control, Micro-credit Regulatory Authority, Ministry of Women and Children Affairs, Register of Joint Stock Companies etc.

TMSS has a mission to provide a better life with dignity in the family and society through their capacity building, adaptability, responsiveness, optimum use of their own/available resource, participation in development activities, good governance, and establishment of their legitimate rights on a sustainable footing and promotes the novel slogan ‘Let Family be the Focal Point of Women Development’.

2.0 Project Context:

To support the mobilization of climate finance for vulnerable communities, the Inclusive Climate Finance for Vulnerable Communities in Asia Pacific (ICCAP) project has selected TMSS as one of its partner financial service providers (FSP) in Bangladesh. ICCAP is a five-year regional program funded by the International Climate Initiative (IKI), implemented by a consortium of three organizations: the Stockholm Environment Institute (SEI), Appui au Developpement Autonome (ADA) and the Asia-Pacific Rural and Agricultural Credit Association (APRACA), operating across six countries: Bangladesh Bhutan, Cambodia, Laos, Nepal and Fiji.

Under ICCAP, ADA, a Luxembourgish non-governmental organization with over three decades of expertise in inclusive finance is leading the development of inclusive climate adaptation financial products and providing technical assistance to partner institutions. As part of this support, ADA is facilitating TMSS’s development of a comprehensive Environmental, Social and Governance (ESG)

Framework. TMSS intends to integrate ESG frameworks into its institutional and operational systems to enhance climate resilience, responsible financing, and organizational credibility. To achieve this, TMSS requires a qualified ESG Consultant to guide ESG standard selection, conduct gap assessments, develop policy frameworks, integrate ESG performance metrics within the organization.

3.0 Objectives of the Assignment

The primary objective of this assignment is to support TMSS in designing, institutionalizing, and operationalizing a robust ESG framework that

- Strengthens environmental and social risk management
- Aligns with national and international ESG standards
- Integrates gender equality, disability inclusion, and social protection
- Establishes sustainable implementation and monitoring mechanisms

4.0 Scope of Work / Key Tasks

The Consultant will carry out the following activities:

Task 1 – Select Appropriate ESG Standard

- Review and compare ESG standards (e.g., IFC PS, GRI, SASB, UN Global Compact, IFRS S1 and S2, Bangladesh Bank Guidelines or any other relevant standards prioritized by International Impact Investors and DFIs).
- Recommend the most appropriate ESG standard/framework based on TMSS’s operational scale, program context and regulatory environment rather than developing multiple parallel systems
- Facilitate management validation workshop.

Task 2 – Conduct Comprehensive Gap Analysis

- Assess existing policies, systems, operational practices, and reporting mechanisms against selected ESG standard/framework
- Identify environmental, social, governance, and climate related risks and institutional capacity gaps.
- Develop risk-mitigation matrix with prioritized recommendations

Task 3 – Develop Comprehensive ESG Policy Framework

- Develop ESG Policy covering:
 - Environmental & Climate Risk Management
 - Social Safeguards and Gender Equality
 - Governance, Accountability & Anti-Corruption Standards
 - Stakeholder engagement
 - Grievance Redress Mechanism (GRM); and
 - Disability inclusion and social protection aligned with ESG best practices
- Create operational guidelines, procedures, and screening tools
- Develop branch-level ESG screening templates
- Finalize a practical and scalable ESG framework through consultative process with TMSS.

Task 4 – Support ESG Metrics Integration into MIS and Train Relevant Staff

- Identify ESG performance indicators aligned with adopted framework

- Provide functional and technical specifications (data fields, workflows, reporting logic). Actual software development or coding is outside the scope of this assignment.
- Develop ESG data collection and reporting templates
- Strengthen governance mechanisms for ESG oversight at senior management level
- Design and deliver training modules to relevant staff on ESG compliance and reporting (One session at head office and two sessions in project districts).

Task 5 – Support Framework Implementation and Monitoring

- Develop detailed implementation roadmap with phased rollout plan
- Establish ESG performance review process at management level

5. Deliverables and Timelines

TMSS and ADA will provide consolidated feedback on draft deliverables within 7–10 working days prior to finalization

| Deliverables | Description | Timelines |
|--|---|------------------|
| Inception Report | Work plan, methodology, stakeholder mapping | Within 2 weeks |
| ESG Standard Selection Report | Comparative analysis and recommendation with justification | Week 4 |
| ESG Gap Analysis & Risk Assessment Report | Baseline institutional ESG assessment | Week 8 |
| Comprehensive ESG Policy Framework | Policies, guidelines, checklists, tools | Week 12 |
| ESG Metrics Integration + Staff Training Package | Training modules, MIS integration guidance | Week 16 |
| Implementation and Monitoring Plan | Rollout roadmap, monitoring mechanisms and sustainability recommendations | Week 22 |

6. Duration and Working Modality

- Duration: 6 months
- Work Approach: Mix of desk review, system analysis, stakeholder workshops, and field assessments.
- Field Requirements: The consultant is expected to conduct at least 2 field visits to project districts to assess operational realities, conduct stakeholder consultations and deliver on-site training
- Coordination: The Consultant will work in close coordination with TMSS Head Office team.

7. Required Qualifications and Experience

This ToR is for procurement of a single consultancy firm. The firm will be fully responsible for delivering all components of the assignment.

The proposed team may include specialists in environmental safeguards, social/gender safeguards, governance/compliance, and MIS/IT advisory

The team leader should have

- Postgraduate degree in Environmental Management, Sustainability, Development Studies, Business Administration, or related field.
- Minimum 10 years' experience in ESG advisory, sustainability policy development, or environmental and social safeguards.
- Demonstrated experience working with financial institutions / MFIs or development projects in Bangladesh.
- Knowledge of IFC Performance Standards, GCF/ADB safeguards, and relevant ESG frameworks.
- Understanding of Bangladesh regulatory environment, including Bangladesh Bank relevant guidelines
- Strong analytical, facilitation, and staff training skills.
- Experience working with international development partners (e.g., ADB, GCF, EU).
- Experience preparing ESG scorecards, dashboard systems, and reporting formats.
- Practical experience in conducting organizational capacity assessments.

8. Reporting and Supervision

- The team leader of the consultancy firm/ will report to the ICCAP Focal Person at TMSS.
- Oversight will be provided by ADA National Coordinator for quality assurance.
- Close coordination required with TMSS's relevant departments

9. Confidentiality & Ethical Conduct:

All information, data, and outputs produced under this assignment shall remain the property of TMSS and the ICCAP project. The Consultant must adhere to professional integrity and confidentiality standards.

10. Payment Schedule

| Milestone | Payment % |
|---|-----------|
| Acceptance of Inception Report | 10% |
| Submission of Gap Analysis, ESG Standard Selection Report & Approval | 20% |
| Delivery of ESG Policy Framework, Training Materials & Approval | 30% |
| Branch-level ESG screening tools developed and rolled out | 20% |
| MIS team trained on ongoing ESG data reporting and compliance tracking. | |
| Implementation and Monitoring Plan and Final Deliverables | 20% |

11. Expected Outcomes

By the end of the assignment:

- TMSS will have an approved ESG Policy Framework aligned with global standards and national regulations.
- ESG performance indicators will be integrated into core systems.
- Staff will have improved capacity for ongoing ESG compliance and reporting.

- TMSS will be better positioned to demonstrate ESG compliance to donors, partners and stakeholders

12. Proposal Submission Requirements

Interested firms are requested to submit their Technical and Financial Proposals (in separate sealed envelopes or separate email with attachments)

Technical Proposal

- Detailed understanding of the assignment and proposed approach
- Comprehensive methodology and work plan
- Team composition, qualifications, and CVs whichever is applicable
- Evidence of similar assignments completed successfully or PDS

Financial Proposal

- Detailed budget breakdown in local currency, inclusive of all applicable taxes
- Fee rates for all proposed personnel
- Reimbursable expenses itemized separately

Legal and Organizational Documents

It is mandatory for the bidding organizations or individual to submit documentary evidence demonstrating their legal, taxation, and financial status.

This includes:

- A certificate of incorporation (for individual companies, a trade license), Registration related documents (trade license, registration with any government entities/NGO bureau registration).
- An organizational organogram of key personnel, inclusive of the names of such personnel.
- Tax Identification Number (TIN).
- Business Identification Number (BIN) is mandatory for Lead firms.
- Latest PSR (Proof of Submission of the Return).
- A signed statement testifying that all information contained within the proposal is correct and true.

14. Procurement Modality

This ToR is for procurement of a single consultancy firm. The firm will be fully responsible for delivering all components of the assignment.

15. Evaluation Criteria

Evaluation Structure

| Component | Weight | Details |
|--------------------------------------|---------------|--|
| Stage 1: Technical Evaluation | 80% | Technical Proposal (70%) + Interview (10%) |
| Stage 2: Financial Evaluation | 20% | Only technically qualified bidders proceed |

The evaluation process follows the Quality and Cost-Based Selection (QCBS) methodology, widely recognized as an international best practice. This two-stage process ensures that technical quality is prioritized while maintaining cost-effectiveness.

Technical Scoring Criteria

The Technical Proposal Score (TPS) is evaluated out of 100 points based on the following criteria. FSPs may adjust sub-criteria weights within categories based on the specific assignment, subject to ISL and ADA approval:

| Criteria | Points |
|--|------------|
| Firm/Consultant experience in ESG Framework Implementation | 20 |
| Experience in climate adaptation & vulnerability assessments | 15 |
| Experience with microfinance/financial institutions | 15 |
| Approach & methodology | 20 |
| Team composition & expertise | 20 |
| Gender & social inclusion integration | 10 |
| Total Technical Score | 100 |

Minimum Qualifying Score:

Bidders must achieve a minimum Technical Score of 70 out of 100 to proceed to Interview and financial evaluation. This threshold is aligned with international standard procurement practices.

Interview & Presentation Score (IPS) – 10 Points

- Understanding of assignment: 4 points
- Practical implementation approach: 3 points
- Communication and presentation quality: 3 points

Total Technical Score (TS) = TPS *70%+ IPS

Financial Scoring

Financial proposals are evaluated only for technically qualified bidders. The Financial Score (FS) is calculated out of 20 points using the following formula:

FS = (Lowest Financial Proposal ÷ Bidder’s Financial Proposal) × 20

Final Score Calculation

Final Score = TS + FS (Maximum 100 points)

Where TS = Technical Score (out of 80) and FS = Financial Score (out of 20). The bidder with the highest combined score will be recommended for selection, subject to successful negotiation and reference verification.

16.0 Submission Deadline and Method:

- **Deadline for Submission: 24/05/ 2026 Time: 11.59 pm**
- Interested Firm are requested to submit their Proposals online at the following email cies@tmss-bd.org
- Email Subject line should clearly mention the Assignment Name as stated in the ToR
- Proposals received after the deadline will not be considered
- Contact information for clarification queries cies@tmss-bd.org